

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

STANADYNE LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 23-10207 (TMH)

(Jointly Administered)

**NOTICE OF SECOND AMENDED²AGENDA OF MATTERS SCHEDULED
FOR VIDEO HEARING ON JULY 10, 2023 AT 10:00 A.M. (ET)**

This hearing will be held via Zoom. Any parties attending via Zoom are required to register in advance. Please use the link below to register for the hearing. Please register no later than 4:00 p.m. (ET) on July 6, 2023.

Registration link:

<https://debuscourts.zoomgov.com/meeting/register/vJlsde6hrD4uHv05dDAJPgO1ah7ofBymhPk>

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing. You must use your full name when registering and logging into Zoom or you will not be granted access to the hearing.

RESOLVED MATTERS

1. Debtors' Motion for Entry of an Order Authorizing the Debtors to Redact Certain Information Set Forth in the Exhibit Annexed to That Certain Order Approving Agreement by and Between the Debtors and General Motors LLC Regarding Purchase and Service Contracts [D.I. 324, 5/31/23]

Response Deadline: June 14, 2023 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

¹ The debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors' headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

² **Amended items are bolded.**

- A. Certificate of No Objection [D.I. 381, 6/16/23]
- B. Order Authorizing the Debtors to Redact Certain Information Set Forth in the Exhibit Annexed to That Certain Order Approving Agreement by and Between the Debtors and General Motors LLC Regarding Purchase and Service Contracts [D.I. 395, 6/22/23]

Status: The Order has been entered. No hearing is necessary.

- 2. LEAF Capital Funding, LLC's Motion and Request for Immediate Payment of Administrative Expense or, in the Alternative, to Compel Immediate Rejection of Lease Agreements [D.I. 363, 6/12/23]

Status: This matter is resolved.

- 3. Debtors' Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [D.I. 377, 6/15/23]

Response Deadline: June 30, 2023 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Certificate of No Objection [D.I. 416, 7/5/23]
- B. Order Granting Motion to Extend Exclusivity Periods Within Which the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [D.I. 421, 7/6/23]

Status: The Order has been entered. No hearing is necessary.

ADJOURNED MATTER

- 4. Motion of Toyota Industries Commercial Finance, Inc. for Relief from Automatic Stay Due to Lack of Adequate Protection [D.I. 309, 5/26/23]

Response Deadline: July 3, 2023 at 4:00 p.m. (ET) (Extended to July 7, 2023 at 4:00 p.m. (ET) for the Debtors)

Responses Filed: None to date.

Status: This matter is adjourned to August 22, 2023 at 11:00 a.m. (ET).

MATTER GOING FORWARD

- 5. Debtors' Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the

Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [[D.I. 245](#), 4/27/23]

Response Deadlines: Sale Objection: June 21, 2023 at 4:00 p.m. (ET)

Cure Objections: June 12, 2023 at 5:00 p.m. (ET) (Initial Cure Notice); June 13, 2023 at 5:00 p.m. (ET) (Amended Cure Notice); July 6, 2023 at 5:00 p.m. (ET) (Supplemental Cure Notice)

Responses Received:

- A. Informal Responses
 - i. Office of the United States Trustee
 - ii. Official Committee of Unsecured Creditors
 - iii. U.S. Environmental Protection Agency
 - iv. Encina Equipment Finance
 - v. Ford Motor Company
- B. Response and Limited Objection of General Motors LLC to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 340](#), 6/7/23]
- C. Microsoft's Response to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 341](#), 6/7/23]
- D. Oracle's Limited Objection to and Reservation of Rights Regarding: (1) Debtors' Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and (2) Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 346](#), 6/8/23]

- E. Objection of Kendrion and Kendrion (Shelby) Inc. to Cure Amount [[D.I. 352](#), 6/8/23]
- F. Amended Response and Limited Objection of General Motors LLC to Debtors' Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 354](#), 6/9/23]
- G. Vitesco Technologies GmbH's and Vitesco Technologies USA, LLC's Objection to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 357](#), 6/12/23]
- H. Objection of Navistar, Inc. to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 358](#), 6/12/23]
- I. Objection of Caterpillar Reman Powertrain Indiana, LLC to the Cure Amount Proposed in the Debtors' Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 360](#), 6/12/23]
- J. Toyota Industries Commercial Finance, Inc.'s Objection to (1) Debtors' Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and (2) Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 361](#), 6/12/23]
- K. Objection of LEAF Capital Funding, LLC to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 362](#), 6/12/23]
- L. Limited Objection and Reservation of Rights Regarding Debtors' Proposed Sale of Assets filed by Standard Motor Products, Inc. [[D.I. 399](#), 6/26/23]
- M. Objection to Supplemental Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases With Reservation of Rights filed by Navistar [[D.I. 409](#), 6/29/23]
- N. Microsoft's Amended Response to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 410](#), 6/29/23]

- O. Response and Reservation of Rights of the Pension Benefit Guaranty Corporation to Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [[D.I. 412](#), 6/30/23]
- P. Objection of Caterpillar Reman Powertrain Indiana, LLC to the Supplemental Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 418](#), 7/5/22]
- Q. Statement of the Official Committee of Unsecured Creditors in Support of the Debtors' Sale of Substantially all of Their Assets and Related Settlement [[D.I. 433](#), 7/9/23]**

Related Documents:

- A. Order Approving (I) Bidding Procedures, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the Assumption and Assignment and Sale of Contracts and Leases, and (V) Granting Related Relief [[D.I. 276](#), 5/16/23]
- B. Notice of Stalking Horse Bid, Bidding Procedures, Auction and Sale Hearing [[D.I. 283](#), 5/19/23]
- C. Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 297](#), 5/23/23]
- D. Notice of Amendment to Exhibit A to Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 306](#), 5/23/23]
- E. Notice of Filing of Proposed Sale Order [[D.I. 393](#), 6/21/23]
- F. Notice of Designation of Successful Bidder and Cancellation of Auction [[D.I. 394](#), 6/22/23]
- G. Supplemental Notice to Contract Parties to Potentially Assumed, Assigned, and Sold Executory Contracts and Unexpired Leases [[D.I. 400](#), 6/26/23]

Additional Documents:

- H. Notice of Filing of Executed Stalking Horse Purchase Agreement [[D.I. 265](#), 5/9/23]
- I. Notice of Filing of Revised Proposed Sale Order [[D.I. 425](#), 7/6/23]
- J. Notice of Filing of Further Revised Proposed Sale Order [[D.I. 434](#), 7/9/23]**

Status: The responses listed as Items A, B, C, E, F, G, K, L, N, and O have been resolved. The responses listed as Items D, H, I, M, P **and J** are adjourned. This matter is going forward.

FEE APPLICATIONS-

6. First Interim Fee Applications

Response Deadline: July 5, 2023 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. See Exhibit A attached.
- B. Certification of Counsel Regarding Proposed Omnibus Order Approving First Interim Fee Requests of the Debtors' Professional [[D.I. 423](#), 7/6/23]
- C. Certification of Counsel Regarding Omnibus Order Approving Committee Professionals' First Interim Applications for the Period from March 7, 2023 through April 30, 2023 [[D.I. 426](#), 7/7/23]

Status: Proposed orders approving the first interim fee applications have been submitted under certification of counsel. No hearing is required unless the Court has questions.

(Signature page follows)

Dated: July 9, 2023
Wilmington, Delaware

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& TAYLOR, LLP

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Counsel for the Debtors

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(Jointly Administered)

Hearing Date: July 10, 2023 at 10:00 a.m. (ET)

**EXHIBIT A
FIRST INTERIM FEE APPLICATIONS**

DEBTORS' PROFESSIONALS

- A. First Interim Fee Applications of the Debtors' Professionals for the Period from February 16, 2023 through and including April 30, 2023 [[D.I. 365](#), 6/14/23]
1. First Monthly Application of **Hughes Hubbard & Reed LLP** for the Period February 16, 2023 through March 31, 2023 [[D.I. 251](#), 5/1/23]
 2. Certificate of No Objection [[D.I. 298](#), 5/23/23]
 3. Second Monthly Application of Hughes Hubbard & Reed LLP for the Period April 1, 2023 through April 30, 2023 [[D.I. 330](#), 6/2/23]
 4. Certificate of No Objection [[D.I. 398](#), 6/23/23]
 5. Supplement to First Interim Fee Application of Hughes Hubbard & Reed LLP [[D.I. 366](#), 6/14/23]
- B. First Interim Fee Applications of the Debtors' Professionals for the Period from February 16, 2023 through and including April 30, 2023 [[D.I. 365](#), 6/14/23]
1. First Monthly Application of **Young Conaway Stargatt & Taylor, LLP** for the Period February 16, 2023 through March 31, 2023 [[D.I. 241](#), 4/26/23]
 2. Certificate of No Objection [[D.I. 284](#), 5/19/23]

¹ The debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors' headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

3. Second Monthly Application of Young Conaway Stargatt & Taylor, LLP for the Period April 1, 2023 through April 30, 2023 [[D.I. 286](#), 5/19/23]
 4. Certificate of No Objection [[D.I. 364](#), 6/13/23]
 5. Supplement to First Interim Fee Application of Young Conaway Stargatt & Taylor, LLP [[D.I. 367](#), 6/14/23]
- C. First Interim Fee Applications of the Debtors' Professionals for the Period from February 16, 2023 through and including April 30, 2023 [[D.I. 365](#), 6/14/23]
1. First Monthly Application of **Alvarez & Marsal North America, LLC** for the Period March 10, 2023 through March 31, 2023 [[D.I. 197](#), 4/17/23]
 2. Certificate of No Objection [[D.I. 267](#), 5/9/23]
 3. Second Monthly Application of Alvarez & Marsal North America, LLC for the Period April 1, 2023 through April 30, 2023 [[D.I. 308](#), 5/25/23]
 4. Certificate of No Objection [[D.I. 374](#), 6/15/23]
- D. First Interim Fee Applications of the Debtors' Professionals for the Period from February 16, 2023 through and including April 30, 2023 [[D.I. 365](#), 6/14/23]
1. First Monthly Application of **Angle Advisors LLC** for the Period March 8, 2023 through March 31, 2023 [[D.I. 275](#), 5/15/23]
 2. Certificate of No Objection [[D.I. 336](#), 6/6/23]
 3. Second Monthly Application of Angle Advisors LLC for the Period April 1, 2023 through April 30, 2023 [[D.I. 311](#), 5/26/23]
 4. Certificate of No Objection [[D.I. 375](#), 6/16/23]
- E. First Interim Fee Applications of the Debtors' Professionals for the Period from February 16, 2023 through and including April 30, 2023 [[D.I. 365](#), 6/14/23]
1. Amended Monthly Application of **Kurtzman Carson Consultant LLC** for the Period February 1, 2023 through March 31, 2023 [[D.I. 243](#), 4/27/23]
 2. Certificate of No Objection [[D.I. 285](#), 5/19/23]
 3. Second Monthly Application of Kurtzman Carson Consultant LLC for the Period April 1, 2023 through April 30, 2023 [[D.I. 307](#), 5/25/23]
 4. Certificate of No Objection [[D.I. 402](#), 6/27/23]

COMMITTEE'S PROFESSIONALS

- F. First Interim Fee Application of Kramer Levin Naftalis & Frankel LLP for the Period from March 7, 2023 through and including April 30, 2023 [[D.I. 369](#), 6/14/23]
1. First Monthly Application of Kramer Levin Naftalis & Frankel LLP for the Period March 7, 2023 through March 31, 2023 [[D.I. 253](#), 5/2/23]
 2. Certificate of No Objection [[D.I. 295](#), 5/23/23]
 3. Second Monthly Application of Kramer Levin Naftalis & Frankel LLP for the Period April 1, 2023 through April 30, 2023 [[D.I. 305](#), 5/24/23]
 4. Certificate of No Objection [[D.I. 368](#), 6/14/23]
- G. First Interim Fee Application of Morris James LLP for the Period from March 7, 2023 through and including April 30, 2023 [[D.I. 370](#), 6/14/23]
1. Consolidated First Monthly Application of Morris James LLP for the Period March 7, 2023 through April 30, 2023 [[D.I. 271](#), 5/15/23]
 2. Certificate of No Objection [[D.I. 335](#), 6/6/23]
- H. First Interim Fee Application of FTI Consulting, Inc., for the Period from March 9, 2023 through and including April 30, 2023 [[D.I. 371](#), 6/14/23]
1. First Monthly Application of FTI Consulting, Inc., for the Period March 9, 2023 through March 31, 2023 [[D.I. 254](#), 5/2/23]
 2. Certificate of No Objection [[D.I. 296](#), 5/23/23]
 3. Second Monthly Application of FTI Consulting, Inc., for the Period April 1, 2023 through April 30, 2023 [[D.I. 326](#), 6/1/23]
 4. Certificate of No Objection [[D.I. 396](#), 6/22/23]